

Exhibit C

**Form of Fire Victim Claims Solicitation Notice
and Fire Victim Plan Solicitation Directive**

(As Served by the Debtors on or about February 10, 2020)

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

This Notice is not a solicitation for consents to accept or reject any chapter 11 plan of reorganization for the Debtors. Votes to accept or reject any chapter 11 plan may not be solicited unless and until a disclosure statement has been approved by the Bankruptcy Court pursuant to sections 1125 and 1126 of the Bankruptcy Code.

To ensure timely solicitation of your client's votes, the enclosed Fire Victim Solicitation Directive and your Client List must be returned to the Solicitation Agent no later than 4:00 p.m. (Prevailing Pacific Time) on March 3, 2020.

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

*Attorneys for Debtors
and Debtors in Possession*

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenuti.com)
Jane Kim (#298192)
(jkim@kellerbenvenuti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Chapter 11 Case
No. 19-30088 (DM)
(Lead Case)
(Jointly Administered)

**NOTICE OF (I) PROCEDURES FOR
SOLICITING VOTES OF HOLDERS OF
FIRE VICTIM CLAIMS TO ACCEPT OR
REJECT THE DEBTORS' AND
SHAREHOLDER PROPONENTS' JOINT
CHAPTER 11 PLAN OF
REORGANIZATION; (II) DEADLINE
FOR ATTORNEYS TO SUBMIT FIRE
VICTIM PLAN SOLICITATION
DIRECTIVES AND CLIENT LISTS; AND
(III) OTHER RELATED DEADLINES**

TO: ATTORNEYS REPRESENTING FIRE VICTIMS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On January 29, 2019, PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (collectively, the “**Debtors**”), commenced voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”). On February 7, 2020, the Debtors filed a proposed disclosure statement [Docket No. 5700] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “**Proposed Disclosure Statement**”) for the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization dated January 31, 2020* [Docket No. 5590] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “**Plan**”). In addition, by Order dated February 6, 2020 [Docket No. 5673] (the “**Scheduling Order**”), the Court set February 18, 2020, as the deadline for the Debtors to file a motion (the “**Solicitation Procedures Motion**”) to approve procedures for the solicitation, distribution, and tabulation of votes to accept or reject the Plan (the “**Solicitation Procedures**”). Pursuant to the Scheduling Order, the hearing on approval of the Proposed Disclosure Statement and the Solicitation Procedures Motion is currently scheduled for March 10, 2020 at 10:00 a.m. (Prevailing Pacific Time) (the “**Disclosure Statement Hearing**”).
2. The Solicitation Procedures Motion will set forth the proposed Solicitation Procedures that are applicable to you and your clients that may hold claims arising out of or relating to the Fires¹ that occurred in Northern California (each a “**Fire Victim Claim**” and the clients you represent that may hold such claims, your “**Fire Victim Clients**”). With respect to your Fire Victim Clients, the Solicitation Procedures require you to direct the Debtors regarding your preferred method of distribution of the Solicitation Packages that will contain the ballots and other information relevant for your Fire Victim Clients to vote to accept or reject the Plan. In particular, the Solicitation Procedures require that you complete and return to the Debtors’ solicitation agent, Prime Clerk LLC (“**Prime Clerk**” or the “**Solicitation Agent**”), the enclosed Fire Victim Plan Solicitation Directive (i) by mail at PG&E Ballot Processing, c/o Prime Clerk, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165 or (ii) via e-mail at pgeballots@primeclerk.com, so that it is received by Prime Clerk no later than **4:00 p.m. (Prevailing Pacific Time) on March 3, 2020**, which is the Fire Victim Solicitation Directive Deadline.²

¹ The “Fires” means the following fires that occurred in Northern California: (1) 2015 Butte Fire; (2) 2017 North Bay Wildfires (LaPorte, McCourtney, Lobo, Honey, Redwood / Potter Valley, Sulphur, Cherokee, 37, Blue, Pocket, Atlas, Cascade, Nuns, Adobe, Norrbom, Pressley, Partrick, Pythian / Oakmont, Maacama, Tubbs, Point, and Sullivan); and (3) 2018 Camp Fire.

3. As explained in further detail in the attachment, the Fire Victim Solicitation Directive allows you to select your preferred method for the Solicitation Agent to solicit the votes of your Fire Victim Clients to accept or reject the Plan from **four (4) different solicitation methods**. These methods and the procedures for soliciting the votes of holders of Fire Victim Claims were developed by the Debtors in close coordination with representatives of the Official Committee of Tort Claimants and attorneys representing a significant number of Fire Victim Claimants. While the methods proposed are intended to expedite and streamline the transmission of information to the Fire Victim Clients, increase voter participation, and better ensure such victims are empowered to make informed and meaningful decisions as to whether to accept or reject the Plan, each voting decision rests exclusively with the Fire Victim Client. Each Firm is required to comply with applicable rules regarding aggregate settlements and informed consent. Each of the four proposed solicitation methods is described in the attachment.
4. The Solicitation Procedures also require you to confirm the names, addresses, and (if known) e-mail addresses of your Fire Victim Clients as set forth on the enclosed Excel spreadsheet that has been compiled by the Solicitation Agent based on a review of the Fire Victim Claims that have been filed and scheduled in the Chapter 11 Cases. Please make any necessary additions, subtractions, or other corrections to the spreadsheets provided, and return the Client List in the same electronic format provided by the Debtors' Solicitation Agent no later than the Fire Victim Solicitation Directive Deadline (March 3, 2020). To the extent your Firm includes Fire Victim Clients that were not originally listed by the Solicitation Agent, you must provide the Solicitation Agent with the Proof of Claim or Schedule number that corresponds to each such additional Fire Victim Client's Fire Victim Claim. The Solicitation Agent will endeavor to identify on the Client Lists any conflicting records indicating that an individual Fire Victim Client may be represented by more than one Firm.
5. **If you fail to return the Fire Victim Plan Solicitation Directive and confirmed Client List by the Fire Victim Solicitation Directive Deadline, the Solicitation Agent will solicit votes on the Plan from your Fire Victim Clients according to the Direct Solicitation Method described in the attached.**
6. Pursuant to the Solicitation Procedures, Prime Clerk will serve copies of the Proposed Disclosure Statement (as approved by the Bankruptcy Court), the Plan, the various documents related thereto, and an appropriate Ballot in accordance with the instructions set forth on the Fire Victim Plan Solicitation Directive.
7. Copies of the Proposed Disclosure Statement and the Plan (and, once filed, the Solicitation Procedures Motion) are available for review on the Solicitation Agent's website at <https://restructuring.primeclerk.com/pge>. In addition, copies of the Proposed Disclosure Statement and the Plan (and, once filed, the Solicitation Procedures Motion) are available upon request by contacting Prime Clerk LLC by mail at PG&E Ballot Processing, c/o Prime Clerk, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New

² The Fire Victim Solicitation Deadline may be extended based upon the date the Solicitation Procedures Motion is approved.

1 York 10165 or by e-mail at PGEinfo@primeclerk.com. If you have any questions
2 regarding the instructions for completing the Fire Victim Plan Solicitation Directive,
3 please contact Prime Clerk at PGEballots@PrimeClerk.com.

4 **To ensure the timely solicitation of your Fire Victim Clients' votes on the Plan, you must**
5 **complete and return the enclosed Fire Victim Plan Solicitation Directive and Client List**
6 **(i) by mail at PG&E Ballot Processing, c/o Prime Clerk, One Grand Central Place, 60**
7 **East 42nd Street, Suite 1440, New York, New York 10165 , or (ii) via e-mail at**
8 **PGEballots@PrimeClerk.com, so that it is received by Prime Clerk on or before 4:00**
9 **p.m. (Prevailing Pacific Time) on March 3, 2020.**

10 Dated: February 10, 2020

11 **WEIL, GOTSHAL & MANGES LLP**

12 By: /s/ Stephen Karotkin
13 Stephen Karotkin

14 *Attorneys for Debtors*
15 *and Debtors in Possession*

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

* All papers shall be filed in the Lead Case,
No. 19-30088 (DM).

Chapter 11 Case

No. 19-30088 (DM)

(Lead Case)

(Jointly Administered)

**FIRE VICTIM PLAN
SOLICITATION DIRECTIVE**

I hereby direct that distribution of Solicitation Packages in connection with the *Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated January 31, 2020* [Docket No. 5590] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the "**Plan**") be implemented as set forth below.

Enclosed herewith is an Excel spreadsheet that lists the names, addresses, and (if known) e-mail addresses of my Fire Victim Clients (the "**Client List**") as compiled by the Solicitation Agent based on a review of the Fire Victim Claims that have been filed and scheduled in the Chapter 11 Cases as has been modified by the undersigned to make any necessary additions, subtractions, or other corrections. To the extent I have added any additional Fire Victim Clients that were not originally listed by the Solicitation Agent on the Client List, I have enclosed the Proof of Claim or Schedule number that corresponds to each such additional Fire Victim Client's Fire Victim Claim.

Box 1 ☐ No Solicitation Required. I do not represent any clients asserting Fire Victim Claims against the Debtors. By signing below, I hereby certify and authorize the Solicitation Agent to remove me from any further service or distribution lists relating to Fire Victim Claims in the above-captioned Chapter 11 Cases.

Box 2 ☐ Master Ballot Solicitation Method. I certify that (a) I will collect and record the votes of each of my Fire Victim Clients through customary and accepted practices (e.g., by e-mail, telephone, or other standard communications), or that I have obtained authority to procedurally cast votes for each of my Fire Victim Clients or (b) I have the authority under applicable law to vote to accept or reject the Plan on behalf of each of my Fire Victim Clients (and I will provide the Solicitation Agent with a valid power of attorney to that effect). Accordingly, in lieu of soliciting votes from each of my Fire Victim Clients, I will record the votes to accept or reject the Plan for each of my Fire Victim Clients on a master ballot (a "**Fire Victim Master Ballot**") that I will submit to the Solicitation Agent. I understand that by electing this procedure I must meet all applicable standards to receive informed consent from my Fire Victim Clients. I understand that if I elect this procedure I shall either (i) provide the Disclosure Statement, either in hard copy or

1 electronic format, to my Fire Victim Clients, or (ii) request that, for informational purposes, the
2 Solicitation Agent serve Solicitation Packages (without a Ballot) on my Fire Victim Clients.

3 By signing below, I hereby certify that: (i) I have authority under applicable law or I will
4 collect or otherwise receive duly valid and enforceable authorizations or instructions to vote to
5 accept or reject the Plan on behalf of my Fire Victim Clients in accordance with my Firm's
6 customary practices; (ii) no Solicitation Packages need to be provided to any of my Fire Victim
7 Clients unless I have made the informational service election below; and (iii) I represent each of
8 the Fire Victim Clients set forth on the Client List which I am submitting to the Solicitation Agent
9 contemporaneously with this Fire Victim Plan Solicitation Directive.

10 ☐ Informational Service Election. Although I have authority to record the votes of
11 my Fire Victim Clients pursuant to the Master Ballot Solicitation Method set forth
12 above, I request that the Solicitation Agent serve copies of the Solicitation
13 Packages (without a Ballot) on each of my Fire Victim Clients. If you have made
14 this election, please indicate:

- 15 i. the approximate number of Fire Victim Clients that you represent: _____; and
16 ii. whether you intend to have the Solicitation Agent include a cover letter or
17 other communication from you to your Fire Victim Clients with the
18 Solicitation Packages, which must be submitted together with the Fire
19 Victim Solicitation Directive on or before the Fire Victim Solicitation
20 Directive Deadline: [YES] or [NO].

21 **Box 3 ☐ Direct Solicitation Method.** I do not have authority to vote to accept or reject
22 the Plan on behalf of any of my Fire Victim Clients or I have such authority but do not intend to
23 exercise it. Accordingly, I hereby direct the Solicitation Agent to send Solicitation Packages
24 (including Ballots) directly to each of my Fire Victim Clients at the addresses identified in the
25 Client List. I understand and will advise my Fire Victim Clients that completed Ballots must be
26 submitted to the Solicitation Agent individually by my Fire Victim Clients under this procedure.

27 By signing below, I hereby certify that I represent each of the Fire Victim Clients set forth
28 on the Client List which I am submitting to the Solicitation Agent contemporaneously with this
Fire Victim Plan Solicitation Directive. If you have selected this solicitation method, please
indicate:

- i. the approximate number of Fire Victim Clients that you represent: _____; and
ii. whether you intend to have the Solicitation Agent include a cover letter or other
communication from you to your Fire Victim Clients with the Solicitation Packages,
which must be submitted together with the Fire Victim Solicitation Directive on or before
the Fire Victim Solicitation Directive Deadline: [YES] or [NO].

Box 4 ☐ Indirect Solicitation Method. I do not have authority to vote to accept or reject
the Plan on behalf of any of my Fire Victims Clients, or I have such authority but do not intend to
exercise it. Accordingly, as an alternative to the procedure described in Box 3 above, I hereby
instruct the Solicitation Agent to send individual Solicitation Packages for each of my Fire Victim
Clients to me, and I will forward such packages to my Fire Victim Clients for return directly to the
Solicitation Agent. I understand and will advise my Fire Victim Clients that completed Ballots
must be submitted to the Solicitation Agent individually by my Fire Victim Clients under this
procedure.

By signing below, I hereby certify that: (i) I represent each of the Fire Victim Clients set
forth on the Client List which I am submitting to the Solicitation Agent contemporaneously with
this Fire Victim Plan Solicitation Directive; (ii) Solicitation Packages for each of my Clients

should be delivered to my office, and I will deliver such packages to my Fire Victim Clients within three (3) business days after receipt; and (iii) within three (3) business days of my delivery of the Solicitation Packages to my Fire Victim Clients, I will file an affidavit with the Bankruptcy Court evidencing such service and will send a copy of such affidavit to the Solicitation Agent. The affidavit of service does not need to list each Fire Victim Client individually; rather, the affidavit need only state that (a) service of the Solicitation Packages was completed; (b) the date(s) on which such service took place; and (b) that you have provided the Client List to the Solicitation Agent. If you have selected this solicitation method, please indicate:

- i. the approximate number of Fire Victim Clients that you represent: _____;
- iii. whether you intend to have the Solicitation Agent include a cover letter or other communication from you to your Fire Victim Clients with the Solicitation Packages, which must be submitted together with the Fire Victim Solicitation Directive on or before the Fire Victim Solicitation Directive Deadline: [YES] or [NO]; and
- ii. a delivery address for the Solicitation Packages, if such address is different from the address below: _____.

Box 5 ☐ Hybrid Solicitation Method. I have authority to record the votes of certain of my Fire Victim Clients pursuant to the Master Ballot Solicitation Method set forth in Box 2 above (collectively, the “**Master Ballot Fire Victim Clients**”). Accordingly, in lieu of soliciting votes from my Master Ballot Fire Victim Clients individually, I will record the votes to accept or reject the Plan of my Master Ballot Fire Victim Clients on a Fire Victim Master Ballot that I will submit to the Solicitation Agent. By signing below, I hereby certify that: (i) I have authority under applicable law or I will collect or otherwise receive duly valid and enforceable authorizations or instructions to vote to accept or reject the Plan on behalf of my Master Ballot Fire Victim Clients; (ii) no Solicitation Packages need to be provided to any of my Master Ballot Fire Victim Clients unless I have made the informational service election below; and (iii) I represent each of the Master Ballot Fire Victim Clients set forth on the Client List which I am submitting to the Solicitation Agent contemporaneously with this Fire Victim Plan Solicitation Directive. I understand that if I elect this procedure I must indicate on my Client List those Fire Victim Clients that are Master Ballot Fire Victim Clients and those that are Individual Ballot Fire Victim Clients (as defined below).

☐ Informational Service Election. Although I have the authority to record the votes of my Master Ballot Fire Victim Clients pursuant to the Master Ballot Solicitation Method set forth above, I request that the Solicitation Agent serve copies of the Solicitation Packages (without a Ballot) on certain of my Master Ballot Fire Victim Clients. If you have made this election, please indicate:

- i. the approximate number of Master Ballot Fire Victim Clients that you represent: _____; and
- ii. whether you intend to have the Solicitation Agent include a cover letter or other communication from you to your Master Ballot Fire Victim Clients with the Solicitation Packages, which must be submitted together with the Fire Victim Solicitation Directive on or before the Fire Victim Solicitation Directive Deadline: [YES] or [NO].

With respect to my remaining Fire Victim Clients (the “**Individual Ballot Fire Victim Clients**”), I either do not have, or do not intend to exercise, the authority to vote to accept or reject the Plan on behalf of such clients. Accordingly, I hereby direct the Solicitation Agent to solicit votes on the Plan from my Individual Ballot Fire Victim Clients as follows:

Box 5A ☐ I hereby direct the Solicitation Agent to send Solicitation Packages directly to each of my Individual Ballot Fire Victim Client at the addresses identified in the Client List. By signing below, I hereby certify that I represent each of the Individual Ballot Fire Victim Clients

set forth on the Client List which I am submitting to the Solicitation Agent contemporaneously with this Fire Victim Plan Solicitation Directive. I understand and will advise my Fire Victim Clients that completed Ballots must be submitted to the Solicitation Agent individually by my Individual Ballot Fire Victim Clients under this procedure. If you have made this election, please indicate:

- i. the approximate number of Individual Ballot Fire Victim Clients that you represent: _____; and
- ii. whether you intend to have the Solicitation Agent include a cover letter or other communication from you to your Individual Fire Victim Clients with the Solicitation Packages, which must be submitted together with the Fire Victim Solicitation Directive on or before the Fire Victim Solicitation Directive Deadline: [YES] or [NO].

Box 5B ☐ I hereby direct the Solicitation Agent to send the Solicitation Packages for each of my Individual Ballot Fire Victim Clients to me, and I will forward such packages to my Individual Ballot Fire Victim Clients. By signing below, I hereby certify that (i) I represent each of the Individual Ballot Fire Victim Clients set forth on the Client List which I am submitting to the Solicitation Agent contemporaneously with this Fire Victim Plan Solicitation Directive; (ii) Solicitation Packages for each of my Individual Ballot Fire Victim Clients should be delivered to my office, and I will deliver such packages to the Individual Ballot Fire Victim Clients within three (3) business days after receipt; and (iii) within three (3) business days of my delivery of the Solicitation Packages to my Individual Ballot Fire Victim Clients, I will file an affidavit with the Bankruptcy Court evidencing such service and will send a copy of such affidavit to the Solicitation Agent. The affidavit of service does not need to list each Individual Ballot Fire Victim Client individually; rather, the affidavit need only state that (a) service of the Solicitation Packages was completed; (b) the date(s) on which such service took place; and (c) you have provided, the Client List to the Solicitation Agent. I understand and will advise my Fire Victim Clients that completed Ballots must be submitted to the Solicitation Agent individually by my Individual Ballot Fire Victim Clients under this procedure. If you have selected this solicitation method, please indicate:

- i. the approximate number of Individual Ballot Fire Victim Clients that you represent: _____;
- ii. whether you intend to have the Solicitation Agent include a cover letter or other communication from you to your Individual Ballot Fire Victim Clients with the Solicitation Packages, which must be submitted together with the Fire Victim Solicitation Directive on or before the Fire Victim Solicitation Directive Deadline: [YES] or [NO]; and
- iii. a delivery address for the Solicitation Packages, if such address is different from the address below: _____.

SIGNATURE:

Name of Attorney: _____

Name of Law Firm: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

E-Mail Address: _____

Signature: _____

1 Date Completed: _____
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Instructions for Returning This Directive

The Debtors are requesting that this Fire Victim Plan Solicitation Directive be returned so that it is received by the Debtors' Solicitation Agent on or before **4:00 p.m. (Prevailing Pacific Time) on March 3, 2020**¹ (i) by mail at Prime Clerk LLC, PG&E Ballot Processing, c/o Prime Clerk, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165 or (ii) via e-mail at PGEballots@PrimeClerk.com.

In accordance with the Solicitation Procedures, if you fail to return the Fire Victim Plan Solicitation Directive by the Fire Victim Solicitation Directive Deadline, the Solicitation Agent will solicit votes on the Plan from your Fire Victim Clients according to the Direct Solicitation Method described above.

Requirements for the Client List

As indicated above, you must confirm the accuracy of the names, addresses, and (if known) e-mail addresses of your Fire Victim Clients set forth on the enclosed Client List. In accordance with the Solicitation Procedures, you must make any necessary additions, subtractions, or other corrections to the spreadsheet(s) provided, and return the Client List in the same electronic format provided to you by the Solicitation Agent no later than the Fire Victim Solicitation Directive Deadline. If you add any additional Fire Victim Clients that were not originally listed by the Solicitation Agent, you must provide the Solicitation Agent with the Proof of Claim or Schedule number that corresponds to each such additional Fire Victim Client's Fire Victim Claim. The Solicitation Agent will endeavor to identify on the Client Lists any conflicting records indicating that an individual Fire Victim Client may be represented by more than one Firm.

If you have checked Box 5, you must also check either Box 5A or Box 5B to direct the Solicitation Agent as to the solicitation method for your Individual Ballot Fire Victim Clients, and you will be required to submit two Client Lists: one listing your Master Ballot Fire Victim Clients and one listing your Individual Ballot Fire Victim Clients.

Client Lists must be returned so as to be received no later than **March 3, 2020** either (i) by mail, with the Client List included on a USB drive, to Prime Clerk LLC, PG&E Ballot Processing, c/o Prime Clerk, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165; or (ii) e-mail to PGEballots@PrimeClerk.com. If you have any technical questions, or need to arrange for special delivery of your Client List, please contact Prime Clerk at PGEballots@PrimeClerk.com.

¹ The Fire Victim Solicitation Directive Deadline may be extended based upon the date the Solicitation Procedures Motion is approved.